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CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BEATNIK, INC.

FILED
In the Office of the Secretary of State
of the State of California

FEB 13 2002

Bill Jones
BILL JONES, Secretary of State

The undersigned hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Beatnik, Inc., a California corporation (the "**Corporation**").

2. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended as follows:

(a) The text of Article III(A) is hereby deleted in its entirety and replaced with the following:

"(A) Classes of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is one hundred million eight hundred fifty thousand (100,850,000) shares, of which seventy million (70,000,000) shares shall be Common Stock, with a par value of \$0.001 per share, and forty million eight hundred fifty thousand (40,850,000) shares shall be Preferred Stock, with a par value of \$0.001 per share, of which three million seven hundred nine thousand nine hundred seventy-one (3,709,971) shares shall be designated Series A Preferred Stock, one million three hundred nine thousand five hundred twenty-four (1,309,524) shares shall be designated Series B Preferred Stock, ten million five hundred thousand (10,500,000) shares shall be designated Series C Preferred Stock, two million five hundred thousand (2,500,000) shares shall be designated Series D-1 Preferred Stock, two million two hundred twenty-five thousand (2,225,000) shares shall be designated Series D-2 Preferred Stock and nine million eight hundred fifty thousand (9,850,000) shares shall be designated Series E Preferred Stock."

3. In connection with this Amendment of Amended and Restated Articles of Incorporation, 1,150,000 shares of Series E Preferred Stock of the Corporation have been cancelled and the total number of authorized shares of Series E Preferred Stock of the Corporation has been reduced to 9,850,000.

4. The foregoing Amendment of Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

5. The foregoing amendment of the Articles of Incorporation is being filed pursuant to Section 510(f) of the California Corporations Code, and therefore is not required to be approved by the shareholders of the Corporation.

The undersigned, Lorraine Hariton and Jocelyn Lamm Startz, the President and Secretary, respectively, of the Corporation declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Amendment to Amended and Restated Articles of Incorporation are true of their own knowledge.

Executed at San Mateo, California on February 7, 2001.

By: Lorraine Hariton
LORRAINE HARITON, PRESIDENT

By: Jocelyn Lamm Startz
JOCEYLN LAMM STARTZ, SECRETARY